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April 19, 2002

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 21686-E FILED

APR 24 '02 10-33 AM

SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 6, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **PCS NITROGEN FERTILIZER, L.P.**
1101 Skokie Blvd, Northbrook, IL 60062

A short summary of the document to appear in the index follows:

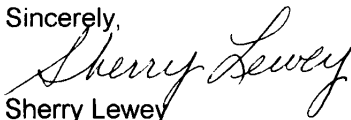
Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **PCS NITROGEN FERTILIZER, L.P.**, covering 50 coal hoppers with reporting marks and numbers – TCMX 151463 – TCMX 151685, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #21686 dated 9/30/98 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey



LEXIS® Document Services
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 6th day of December, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and PCS NITROGEN FERTILIZER, L.P, a Delaware limited partnership, with an address at 1101 Skokie Blvd., Northbrook, IL 60062 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 17, 1998, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on September 30, 1998 and given Recordation Number 21686.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: JOSEPH J. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

PCS NITROGEN FERTILIZER, L.P.
BY: PCS NITROGEN FERTILIZER
OPERATIONS, INC.
General Partner

By: L.M. Sylvester
Name: L.M. Sylvester
Title: Director, Transportation & Distribution

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SURFACE TRANSPORTATION BOARD

SCHEDULE A

Quantity
50

Equipment Description
4,750 c.f. covered hopper equipped with
trough hatches, newly lined interior and
gravity gates

Car Marks and Numbers

1	TCMX	151463
2	TCMX	151476
3	TCMX	151478
4	TCMX	151480
5	TCMX	151489
6	TCMX	151491
7	TCMX	151493
8	TCMX	151494
9	TCMX	151496
10	TCMX	151498
11	TCMX	151501
12	TCMX	151509
13	TCMX	151511
14	TCMX	151517
15	TCMX	151523
16	TCMX	151526
17	TCMX	151537
18	TCMX	151543
19	TCMX	151545
20	TCMX	151570
21	TCMX	151577
22	TCMX	151581
23	TCMX	151582
24	TCMX	151583
25	TCMX	151587
26	TCMX	151591
27	TCMX	151593
28	TCMX	151596
29	TCMX	151598
30	TCMX	151607
31	TCMX	151610
32	TCMX	151611
33	TCMX	151619
34	TCMX	151626
35	TCMX	151629
36	TCMX	151638
37	TCMX	151646
38	TCMX	151647
39	TCMX	151652
40	TCMX	151653
41	TCMX	151655
42	TCMX	151657
43	TCMX	151661
44	TCMX	151660
45	TCMX	151664
46	TCMX	151666
47	TCMX	151670
48	TCMX	151671
49	TCMX	151672
50	TCMX	151685